

B1 (Official Form 1) (04/13)

United States Bankruptcy Court Southern District of New York				Voluntary Petition											
Name of Debtor (if individual, enter Last, First, Middle): The Great Atlantic & Pacific Tea Company, Inc.			Name of Joint Debtor (Spouse) (Last, First, Middle): N/A												
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): See Schedule 1 attached hereto.			All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names): N/A												
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 13-1890974			Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): N/A												
Street Address of Debtor (No. and Street, City, and State): 2 Paragon Drive Montvale, New Jersey			Street Address of Joint Debtor (No. and Street, City, and State): N/A												
ZIP CODE 07645			ZIP CODE N/A												
County of Residence or of the Principal Place of Business: Bergen			County of Residence or of the Principal Place of Business: N/A												
Mailing Address of Debtor (if different from street address): N/A			Mailing Address of Joint Debtor (if different from street address): N/A												
ZIP CODE N/A			ZIP CODE N/A												
Location of Principal Assets of Business Debtor (if different from street address above): See Schedule 2 attached hereto.															
ZIP CODE															
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below). _____		Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Food and Drug Retailer		Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding											
Chapter 15 Debtors Country of debtor's center of main interests: _____ Each country in which a foreign proceeding by, regarding, or against debtor is pending: _____		Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).		Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.											
Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.			Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (<i>amount subject to adjustment on 4/01/16 and every three years thereafter</i>). ----- Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).												
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.					THIS SPACE IS FOR COURT USE ONLY										
Estimated Number of Creditors (on a consolidated basis with the entities listed on Schedule 4 hereto) <table style="width: 100%; border: none;"><tr><td style="text-align: center;"><input type="checkbox"/> 1-49</td><td style="text-align: center;"><input type="checkbox"/> 50-99</td><td style="text-align: center;"><input type="checkbox"/> 100-199</td><td style="text-align: center;"><input type="checkbox"/> 200-999</td><td style="text-align: center;"><input type="checkbox"/> 1000-5,000</td><td style="text-align: center;"><input type="checkbox"/> 5,001-10,000</td><td style="text-align: center;"><input type="checkbox"/> 10,001-25,000</td><td style="text-align: center;"><input type="checkbox"/> 25,001-50,000</td><td style="text-align: center;"><input type="checkbox"/> 50,001-100,000</td><td style="text-align: center;"><input checked="" type="checkbox"/> Over 100,000</td></tr></table>						<input type="checkbox"/> 1-49	<input type="checkbox"/> 50-99	<input type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1000-5,000	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input checked="" type="checkbox"/> Over 100,000
<input type="checkbox"/> 1-49	<input type="checkbox"/> 50-99	<input type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1000-5,000		<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input checked="" type="checkbox"/> Over 100,000					
Estimated Assets (on a consolidated basis with the entities listed on Schedule 4 hereto) <table style="width: 100%; border: none;"><tr><td style="text-align: center;"><input type="checkbox"/> \$0 to \$50,000</td><td style="text-align: center;"><input type="checkbox"/> \$50,001 to \$100,000</td><td style="text-align: center;"><input type="checkbox"/> \$100,001 to \$500,000</td><td style="text-align: center;"><input type="checkbox"/> \$500,001 to \$1 million</td><td style="text-align: center;"><input type="checkbox"/> \$1,000,001 to \$10 million</td><td style="text-align: center;"><input type="checkbox"/> \$10,000,001 to \$50 million</td><td style="text-align: center;"><input type="checkbox"/> \$50,000,001 to \$100 million</td><td style="text-align: center;"><input type="checkbox"/> \$100,000,001 to \$500 million</td><td style="text-align: center;"><input type="checkbox"/> \$500,000,001 to \$1 billion</td><td style="text-align: center;"><input checked="" type="checkbox"/> More than \$1 billion</td></tr></table>						<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input checked="" type="checkbox"/> More than \$1 billion
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Estimated Liabilities (on a consolidated basis with the entities listed on Schedule 4 hereto) <table style="width: 100%; border: none;"><tr><td style="text-align: center;"><input type="checkbox"/> \$0 to \$50,000</td><td style="text-align: center;"><input type="checkbox"/> \$50,001 to \$100,000</td><td style="text-align: center;"><input type="checkbox"/> \$100,001 to \$500,000</td><td style="text-align: center;"><input type="checkbox"/> \$500,001 to \$1 million</td><td style="text-align: center;"><input type="checkbox"/> \$1,000,001 to \$10 million</td><td style="text-align: center;"><input type="checkbox"/> \$10,000,001 to \$50 million</td><td style="text-align: center;"><input type="checkbox"/> \$50,000,001 to \$100 million</td><td style="text-align: center;"><input type="checkbox"/> \$100,000,001 to \$500 million</td><td style="text-align: center;"><input type="checkbox"/> \$500,000,001 to \$1 billion</td><td style="text-align: center;"><input checked="" type="checkbox"/> More than \$1 billion</td></tr></table>					<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input checked="" type="checkbox"/> More than \$1 billion	
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Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): The Great Atlantic & Pacific Tea Company, Inc.	
All Prior Bankruptcy Case Filed Within Last 8 Years (If more than two, attach additional sheet)			
Location Where Filed:	Southern District of New York – See Schedule 3 attached hereto.	Case Number: 10-24549 (RDD)	Date Filed: December 12, 2010
Location Where Filed:	N/A	Case Number: N/A	Date Filed: N/A
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor:	See Schedule 4 attached hereto.	Case Number: As Filed	Date Filed: July 19, 2015
District:	Southern District of New York	Relationship: See Schedule 4 attached hereto.	Judge: Undetermined
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11). <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. § 342(b). <input checked="" type="checkbox"/> _____ Signature of Attorney for Debtor(s) (Date)	
Exhibit C Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
Exhibit D (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D, completed and signed by the debtor, is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.			
Information Regarding the Debtor Venue (Check any applicable box). <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes). <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) <div style="text-align: center;"> _____ (Name of landlord than obtained judgment) </div> <div style="text-align: center;"> _____ (Address of landlord) </div> <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).			

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Pg 3 of 25 Name of Debtor(s): The Great Atlantic & Pacific Tea Company, Inc.
Signatures		
<p style="text-align: center;">Signature(s) of Debtor(s) (Individual/Joint)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.</p> <p>[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.</p> <p>[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (If not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;">Signature of a Foreign Representative</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>	
<p style="text-align: center;">Signature of Attorney*</p> <p>X <u>/s/ Ray C. Schrock, P.C.</u> Signature of Attorney for Debtor(s)</p> <p><u>Ray C. Schrock, P.C., Garrett A. Fail</u> Printed Name of Attorney for Debtor(s)</p> <p><u>Weil, Gotshal & Manges LLP</u> Firm Name</p> <p><u>767 Fifth Avenue</u> Address</p> <p><u>New York, New York 10153</u></p> <p><u>(212) 310-8000</u> Telephone Number</p> <p><u>July 19, 2015</u> Date</p> <p><small>* In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p style="text-align: center;">Signature of Non-Attorney Bankruptcy Petition Preparer</p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____ Signature</p> <p>_____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>Name and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</i></p>	
<p style="text-align: center;">Signature of Debtor (Corporation/Partnership)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X <u>/s/ Christopher W. McGarry</u> Signature of Authorized Individual</p> <p><u>Christopher W. McGarry</u> Printed Name of Authorized Individual</p> <p><u>Chief Restructuring Officer and Chief Administrative Officer</u> Title of Authorized Individual</p> <p><u>July 19, 2015</u> Date</p>		

Schedule 1

All Other Names Use By the Debtor or its affiliates in the Last 8 Years

A & P	Pathmark Food And Drugs
A&P Beverage Center	Pathmark Sav-A-Center
A&P Fresh	Pathmark Save-A-Center
A&P Fresh Market	Pathmark Super Center
A&P Super Foodmart	Sav-A-Center
A&P Warehouse Liquors	Save A Center Pathmark
A&P Wines & Liquors	Shopwell Liquors, Inc.
A&P Wines & Spirits	Sumarserve, Inc.
Best Cellars	Super Foodmart
Best Cellars At A&P	Super Fresh
Best Cellars By A&P	Super Fresh Food Market
Community Supermarket Corporation	Super Fresh Super Store
Dominion	Superfresh
Farmer Jack	Supermarket General Corp.
Food Basics	The A&P Tea Co., Inc.
Food Emporium	The Barn Markets
Food Mart	The Food Emporium
Glenholden Stuart, Inc.	The Wine Emporium, Inc.
Hamilton Property I, Inc.	Ultra Food & Drug
Kohl's	Waldbaum, Inc.
Liquor Basics	Waldbaums
Live Better! Pharmacy	Waldbaum's
Lo-Lo Discount Stores, Inc.	Waldbaums Fresh
New Pathmark Central Corp.	Waldbaums Fresh Market
Pathmark	
Pathmark Food & Drug	

Schedule 2

Principal Place of Debtor's Business Assets

On the date hereof, **The Great Atlantic & Pacific Tea Company, Inc.** (the “Debtor”) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of New York. The principal assets of the Debtor can be found at the following locations:

New York Locations		
A & P 3105 E. Main Street Mohegan Lake, NY 10547 (Westchester County)	A & P 805 Mamaroneck Avenue Mamaroneck, NY 10543 (Westchester County)	A & P 1366 E. Main Street Shrub Oak, NY 10588 (Westchester County)
A & P 1223 Nepperhan Avenue Yonkers, NY 10703 (Westchester County)	A & P 660 Mclean Avenue Yonkers, NY 10704 (Westchester County)	A & P 668 Central Avenue Scarsdale, NY 10583 (Westchester County)
A & P 20 Welcher Avenue Peekskill, NY 10566 (Westchester County)	A & P 132 Bedford Road Katonah, NY 10536 (Westchester County)	A & P 100 Triangle Center Yorktown, NY 10598 (Westchester County)
A & P Rt. 22 & Rt. 138 Goldens Bridge, NY 10526 (Westchester County)	A & P 230 Saw Mill Road Millwood, NY 10546 (Westchester County)	A & P 195 N. Bedford Road Mount Kisco, NY 10549 (Westchester County)
A & P 23 Quaker Ridge New Rochelle, NY 10804 (Westchester County)	A & P 261 S Ridge Street Rye Brook, NY 10573 (Westchester County)	A & P 355 Halstead Avenue Harrison, NY 10528 (Westchester County)
A & P 1886 Pleasantville Road Briarcliff Manor, NY 10510 (Westchester County)	A & P 777 White Plains Road Scarsdale, NY 10583 (Westchester County)	A & P 12-14 Cedar Street Bronxville, NY 10708 (Westchester County)
A & P 87 Main Street Hastings, NY 10706 (Westchester County)	A & P 422 Old Post Road Bedford, NY 10506 (Westchester County)	A & P 2005 Albany Post Road Croton-on-Hudson, NY 10520 (Westchester County)
A & P 103 Knollwood Road Greenburgh, NY 10607 (Westchester County)	A & P 610 Columbus Avenue Thornwood, NY 10594 (Westchester County)	A & P 14 Lake Ridge Plaza Valley Cottage, NY 10989 (Rockland County)
A & P 5661 Riverdale Avenue Bronx, NY 10471 (Bronx County)	A & P 1643 Route 82 Lagrangeville, NY 12540 (Dutchess County)	A & P 13 N. Avenue Pleasant Valley, NY 12569 (Dutchess County)

A & P 829 Route 82 Hopewell Junction, NY 12533 (Dutchess County)	A & P 3101 Route 22 Patterson, NY 12563 (Putnam County)	A & P 3 Village Center Mahopac, NY 10541 (Putnam County)
Connecticut Locations		
A & P 160 W Putnam Avenue Greenwich, CT 06830 (Fairfield County)	A & P 1261 East Putnam Avenue Riverside, CT 06878 (Fairfield County)	A & P 1201 High Ridge Road Stamford, CT 06905 (Fairfield County)
Best Cellars 282 Elm Street New Canaan, CT 06840 (Fairfield County)	Best Cellars 1259 Boston Post Road Riverside, CT 06878 (Fairfield County)	Best Cellars 42 Danbury Road Ridgefield, CT 05877 (Fairfield County)
A & P Liquors 771 Pine Street Bristol, CT 06011 (Hartford County)	A & P Liquors 40 Fenn Road Newington, CT 06111 (Hartford County)	A & P Liquors 25 Broadway Avenue Mystic, CT 06355 (New London County)
A & P Liquors 117 Boston Post Road Waterford, CT 06385 (New London County)	A & P Liquors 28 Halls Road Old Lyme, CT 06371 (New London County)	
Maryland Locations		
Superfresh 9507 Coastal Highway Ocean City, MD 21842 (Worcester County)	Superfresh 12641 Ocean Gateway Ocean City, MD 21842 (Worcester County)	
New Jersey Locations		
Best Cellars 30 Irvington Avenue Westwood, NJ 07675 (Bergen County)	A & P Liquors 534 Bergen Blvd Palisade Park, NJ 07024 (Bergen County)	A & P 75 Mayhill Street Saddle Brook, NJ 07663 (Bergen County)
A & P 315 Pascack Road Twp. Washington, NJ 07676 (Bergen County)	A & P 216 Old Tappan Road Old Tappan, NJ 07675 (Bergen County)	A & P 2160 Lemoine Avenue Fort Lee, NJ 07024 (Bergen County)
A & P 425 Anderson Avenue Fairview, NJ 07022 (Bergen County)	A & P 137 Lake Street Midland Park, NJ 07432 (Bergen County)	A & P 45 Demercurio Drive Allendale, NJ 07401 (Bergen County)
A & P 520 Chestnut Ridge Road Woodcliff Lake, NJ 07677 (Bergen County)	A & P 199 Kinderkamack Road Park Ridge, NJ 07656 (Bergen County)	A & P 117 Franklin Turnpike Mahwah, NJ 07430 (Bergen County)

A & P 396 Demarest Avenue Closter, NJ 07624 (Bergen County)	A & P 19 Belleville Avenue Bloomfield, NJ 07003 (Essex County)	A & P 510 Valley Road Montclair, NJ 07043 (Essex County)
A & P 614 Clinton Street Hoboken, NJ 07030 (Hudson County)	A & P 55 Riverwalk Drive West New York, NJ 07093 (Hudson County)	A & P 431 County Rd. Route 513 Califon, NJ 07830 (Hunterdon County)
A & P 49 Old Route 22 Clinton, NJ 08809 (Hunterdon County)	A & P Liquors 45 Pearl Street Metuchen, NJ 08840 (Middlesex County)	A & P 1185 Amboy Avenue Edison, NJ 08817 (Middlesex County)
A & P 907 Oak Tree Road S. Plainfield, NJ 07080 (Middlesex County)	A & P 3500 Route 9 Old Bridge, NJ 08857 (Middlesex County)	A & P 510 Milltown Road North Brunswick, NJ 08902 (Middlesex County)
A & P 325 State Highway 35 Matawan, NJ 07721 (Monmouth County)	A & P 990 Shrewsbury Avenue Tinton Falls, NJ 07724 (Monmouth County)	A & P 2101 Route 35 Holmdel, NJ 07733 (Monmouth County)
A & P 507 Prospect Avenue Little Silver, NJ 07739 (Monmouth County)	A & P 1002 Route 36 Navesink, NJ 07716 (Monmouth County)	A & P 2007 Route 35 Wall Township, NJ 07719 (Monmouth County)
A & P 460 County Line Road Route 520 Marlboro, NJ 07746 (Monmouth County)	A & P 550 Myrtle Avenue Boonton, NJ 07005 (Morris County)	A & P 5734 Berkshire Valley Road Jefferson, NJ 07438 (Morris County)
A & P 125 Main Street Denville, NJ 07834 (Morris County)	Best Cellars 1103 Route 46 Ledgewood, NJ 07852 (Morris County)	A & P 148 Center Grove Road Randolph, NJ 07869 (Morris County)
A & P 7 Naughbright Road Mt. Olive, NJ 07840 (Morris County)	A & P Liquors 1205 Richmond Avenue Point Pleasant Beach, NJ 08742 (Ocean County)	A & P 64 Brick Plaza Bricktown, NJ 08723 (Ocean County)
A & P 5 Ortlely Plaza Ortlely Beach, NJ 08751 (Ocean County)	A & P Liquors 1069 Ringwood Avenue, Suite 108 Haskell, NJ 07420 (Passaic County)	A & P 63 Wanaque Avenue Pompton Lakes, NJ 07442 (Passaic County)

A & P 560 Valley Road Wayne, NJ 07470 (Passaic County)	A & P 1938 Union Valley Road West Milford, NJ 07421 (Passaic County)	A & P 1730 Route 46 West Woodland Park, NJ 07424 (Passaic County)
A & P 403 King George Road Basking Ridge, NJ 07920 (Somerset County)	A & P 117 Washington Valley Road Warren, NJ 07059 (Somerset County)	A & P 530 Rt 515 Unit 1 Vernon, NJ 07462 (Sussex County)
A & P 455 Route 23 North Sussex, NJ 07461 (Sussex County)	A & P Liquors 21 Summit Street Summit, NJ 07901 (Union County)	A & P 1260 Springfield Avenue New Providence, NJ 07974 (Union County)
A & P 1060 Raritan Road Clark, NJ 07066 (Union County)	A & P 80 Market Street Kenilworth, NJ 07033 (Union County)	A & P 105 South Avenue Fanwood, NJ 07023 (Union County)
A & P Liquors 57 Route 46 Hackettstown, NJ 07840 (Warren County)	A & P 152 Route 94 Blairstown, NJ 07825 (Warren County)	A & P 459 Route 31 South Washington, NJ 07882 (Warren County)
A & P 525 E. Route 46 Belvidere, NJ 07823 (Warren County)		

Schedule 3

Prior Bankruptcy Cases filed by the Debtor or its affiliates within the Last 8 Years

On December 12, 2010, each of the entities listed below, including the debtor in this chapter 11 case (collectively, the “**Debtors**”), filed for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of New York, and their chapter 11 cases were jointly administered under Case No. 10-24549 (RDD) The Great Atlantic & Pacific Tea Company, Inc.

Debtor	Case Number
APW Supermarkets, Inc.	10-24548 (RDD)
The Great Atlantic & Pacific Tea Company, Inc.	10-24549 (RDD)
2008 Broadway, Inc.	10-24550 (RDD)
APW Supermarket Corporation	10-24554 (RDD)
Borman's, Inc.	10-24562 (RDD)
Food Basics, Inc.	10-24568 (RDD)
Kwik Save Inc.	10-24575 (RDD)
McLean Avenue Plaza Corp.	10-24579 (RDD)
Montvale Holdings, Inc.	10-24581 (RDD)
Onpoint, Inc.	10-24583 (RDD)
Pathmark Stores, Inc.	10-24584 (RDD)
Plainbridge, LLC	10-24585 (RDD)
Shopwell, Inc.	10-24587 (RDD)
Super Fresh Food Markets, Inc.	10-24590 (RDD)
The Old Wine Emporium of Westport, Inc.	10-24596 (RDD)
Tradewell Foods of Conn., Inc.	10-24598 (RDD)
Waldbaum, Inc.	10-24600 (RDD)

Schedule 4

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the affiliated entities listed below filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of New York. The Debtors have filed a motion requesting that the chapter 11 cases of these entities be consolidated for procedural purposes only and jointly administered under the number assigned to the chapter 11 case of The Great Atlantic & Pacific Tea Company, Inc.

Company	Case Number
2008 Broadway, Inc.	15-_____ ()
The Great Atlantic & Pacific Tea Company, Inc.	15-_____ ()
A&P Live Better, LLC	15-_____ ()
A&P Real Property, LLC	15-_____ ()
APW Supermarket Corporation	15-_____ ()
APW Supermarkets, Inc.	15-_____ ()
Borman's, Inc.	15-_____ ()
Delaware County Dairies, Inc.	15-_____ ()
Food Basics, Inc.	15-_____ ()
Kwik Save Inc.	15-_____ ()
McLean Avenue Plaza Corp.	15-_____ ()
Montvale Holdings, Inc.	15-_____ ()
Montvale-Para Holdings, Inc.	15-_____ ()
Onpoint, Inc.	15-_____ ()
Pathmark Stores, Inc.	15-_____ ()
Plainbridge LLC	15-_____ ()
Shopwell, Inc.	15-_____ ()
Super Fresh Food Markets, Inc.	15-_____ ()
The Old Wine Emporium of Westport, Inc.	15-_____ ()
Tradewell Foods of Conn., Inc.	15-_____ ()
Waldbaum, Inc.	15-_____ ()

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re : **Chapter 11**
:
THE GREAT ATLANTIC & PACIFIC TEA :
COMPANY, INC., : **Case No. 15-_____ (___)**
:
Debtor. :
-----X

**CONSOLIDATED LIST OF CREDITORS
HOLDING THE 40 LARGEST UNSECURED CLAIMS**

The Great Atlantic & Pacific Tea Company, Inc. and certain of its affiliates, as debtors and debtors in possession (collectively, the “**Debtors**” or “**A&P**”), each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”). The following is the consolidated list of the Debtors’ creditors holding the 40 largest unsecured claims (the “**Consolidated List**”) based on the Debtors’ books and records as of July 11, 2015. The Consolidated List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in these chapter 11 cases. The Consolidated List does not include (1) persons who come within the definition of “insider” set forth in 11 U.S.C. § 101 or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 40 largest unsecured claims on a consolidated basis. None of these creditors is a minor child. The information contained herein shall not constitute an admission of liability by, nor is it binding on, the Debtors. The information herein, including the failure of the Debtors to list any claim as contingent, unliquidated or disputed, does not constitute a waiver of the Debtors’ right to contest the validity, priority or amount of any claim at any later point as they deem appropriate.

No.	Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured also state value of security)
1	C & S Wholesale Grocers, Inc.	C & S Wholesale Grocers, Inc. Attn.: President or General Counsel 7 Corporate Drive Keene, NH 03431 Tel: 603-354-7000 Fax: 603-354-4690 Email:	Trade Debt		\$39,358,006.53

No.	Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured also state value of security)
2	McKesson Drug Co.	McKesson Drug Co. Attn.: President or General Counsel One Post Street San Francisco, CA 94104 Tel: 415-983-8300 Fax: 415-983-9369 Email:	Trade Debt		\$8,353,950.47
3	Facility Source, LLC	Facility Source, LLC Attn.: President or General Counsel 200 E. Campus View Blvd., Ste. 301 Columbus, OH 43235 Tel: 800-896-9000 Fax: 614-318-1701 Email:	Trade Debt		\$6,712,618.35
4	Coca-Cola Enterprises	Coca-Cola Enterprises Attn.: President or General Counsel 2500 Windy Ridge Parkway Atlanta, GA 30339 Tel: 678-260-3000 Fax: 404-676-4903 Email:	Trade Debt		\$4,757,348.88
5	Mondelez Global LLC	Mondelez Global LLC Attn.: President or General Counsel 100 Deforest Avenue East Hanover, NJ 07936 Tel: 855-535-5648 Fax: Email: carol.ward@mdlz.com	Trade Debt		\$3,162,367.71
6	Garelick Farms Inc.	Garelick Farms Inc. Attn.: President or General Counsel 1199 W Central St. Ste. 1 Franklin, MA 02038 Tel: 508-528-9000 Fax: 508-520-0307 Email:	Trade Debt		\$2,372,773.97
7	Mindy Klarman	Mindy Klarman 58 Erie Avenue Rockaway, NJ 07866 Tel: Fax: Email:	Litigation		\$1,821,116.35

No.	Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured also state value of security)
8	Manhattan Beer	Manhattan Beer Attn.: President or General Counsel 955 East 149th Street Bronx, NY 10455 Tel: 718-292-9300 Fax: 718-292-0125 Email:	Trade Debt		\$1,202,040.02
9	Entenmann's Bakery	Entenmann's Bakery Attn.: President or General Counsel c/o Bimbo Bakeries USA 2810 Golden Mile Hwy Pittsburgh, PA 15239 Tel: 724-327-1854 Fax: 610-320-9286 Email:	Trade Debt		\$1,070,182.86
10	Quad Graphics, Inc.	Quad Graphics, Inc. Attn.: President or General Counsel N61 W23044 Harry's Way Sussex, WI 53089-3995 Tel: 414-566-6000 Fax: 414-566-9558 Email: sxwdeliveryappt@qg.com	Trade Debt		\$917,327.11
11	CBA Industries	CBA Industries Attn.: President or General Counsel 669 River Drive Elmwood Park, NJ 07407-1717 Tel: 201-587-1717 Fax: 201-587-8308 Email:	Trade Debt		\$859,592.42
12	Arnold Bakers Inc.	Arnold Bakers Inc. Attn.: President or General Counsel c/o Bimbo Bakeries USA 2810 Golden Mile Hwy Pittsburgh, PA 15239 Tel: 724-327-1854 Fax: 610-320-9286 Email:	Trade Debt		\$828,507.19
13	Coremark/Klein Wholesale Dist.	Coremark/Klein Wholesale Dist. Attn.: President or General Counsel 395 Oyster Point Blvd South San Francisco, CA 94080 Tel: 650-589-9445 Fax: 650-952-4284 Email:	Trade Debt		\$810,200.22

No.	Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured also state value of security)
14	S B Thomas Inc.	S B Thomas Inc. Attn.: President or General Counsel 191 Talmadge Road #5 Edison, NJ 08817 Tel: 732-287-0040 Fax: 732-287-0292 Email:	Trade Debt		\$761,268.89
15	UTZ Quality Foods Inc.	Utz Quality Foods Inc. Attn.: President or General Counsel 900 High Street Hanover, PA 17331 Tel: 717-637-6644 Fax: 717-634-5890 Email: customerservice@utzsnacks.com	Trade Debt		\$758,346.60
16	Wise Foods	Wise Foods Attn.: President or General Counsel 228 Raseley Street Berwick, PA 18603 Tel: 888-759-4401 Fax: 570-759-4001 Email:	Trade Debt		\$725,233.09
17	Tolt Solutions, Inc.	Tolt Solutions, Inc. Attn.: President or General Counsel 3550 Rutherford Rd. Taylors, SC 29687 Tel: 704-206-7868 Fax: 704-509-2538 Email: marketing@toltsolutions.com	Trade Debt		\$680,919.41
18	Capital Wine & Spirits	Capital Wine & Spirits Attn.: PJ Horgan – President 129 Hartman Road North Wales, PA 19454 Tel: 267-960-0900 Fax: 267-960-0901 Email	Trade Debt		\$664,951.13
19	Kellermeyer Bergensons Services, LLC	Kellermeyer Bergensons Services LLC Attn.: President or General Counsel 1575 Henthorne Drive Maumee, OH 43537 Tel: 419-867-4300 Fax: 800-288-1375 Email: hr@kbs-services.com	Trade Debt		\$650,921.58

No.	Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured also state value of security)
20	Nebraskaland	Nebraskaland Attn.: President or General Counsel 355 Food Center Drive Building-G Bronx, NY 10474 Tel: 718-842-0700 Fax: 718-842-2046 Email: customerservice@nebraskaland.com	Trade Debt		\$649,020.18
21	Keebler Biscuit Co.	Keebler Biscuit Co. Attn.: President or General Counsel 677 Larch Ave Elmhurst, IL 60126 Tel: 630-833-2900 Fax: 630-833-6961 Email:	Trade Debt		\$624,030.41
22	Pepperidge Farm Inc. Bread	Pepperidge Farm Inc. Bread Attn.: President or General Counsel 595 Westport Ave Norwalk, CT 06851 Tel: 203-846-7000 Fax: 203-846-7369 Email:	Trade Debt		\$613,315.76
23	Lehigh Valley Dairies Inc.	Lehigh Valley Dairies Inc. Attn.: President or General Counsel 880 Allentown Road Lansdale, PA 19446 Tel: 570-385-1884 Fax: 570-385-1686 Email:	Trade Debt		\$572,201.95
24	Universal Environmental	Universal Environmental Attn.: President or General Counsel 900 Merchants Concourse, Suite 214 Westbury, NY 11590 Tel: 800-552-0309 Fax: 516-489-3736 Email: jciardulli@uecnny.com	Trade Debt		\$538,378.94
25	Western Union Financial	Western Union Financial Attn.: President or General Counsel 12510 Belford Avenue Englewood, CO 80112 Tel: 720-332-1000 Fax: 720-332-4753 Email:	Trade Debt		\$500,000.00

No.	Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured also state value of security)
26	Mc Kee Baking Co.	Mc Kee Baking Co. Attn.: President or General Counsel 10260 McKee Road Collegedale, TN 37315 Tel: 615-238-7111 Fax: 615-238-7127 Email:	Trade Debt		\$491,712.21
27	Nestle DSD Company Ice Cream	Nestle DSD Company Ice Cream Attn.: President or General Counsel 3863 Collections Center Drive Chicago, IL 60693 Tel: 510-652-8187 Fax: Email: karla.johnson@us.nestle.com	Trade Debt		\$482,348.27
28	Consolidated Edison Co-NY	Consolidated Edison Co-NY Attn.: President or General Counsel 4 Irving Place New York, NY 10003 Tel: 212-460-4600 Fax: 212-673-1729 Email:	Trade Debt		\$465,536.82
29	Flowers Baking Co of Lynchburg, LLC	Flowers Baking Co of Lynchburg, LLC Attn.: President or General Counsel 1905 Hollins Mill Road Lynchburg, VA 24503 Tel: 434-528-0441 Fax: 434-528-3413 Email:	Trade Debt		\$446,551.84
30	R & R Marketing	R & R Marketing Attn.: Credit Dept. 10 Patton Drive West Caldwell, NJ 07006 Tel: 973-228-5100 Fax: 973-403-8670 Email:	Trade Debt		\$435,551.49
31	Two Paragon Drive LLC	Two Paragon Drive LLC c/o Paragon Affiliates Attn.: President or General Counsel One Paragon Dr., Ste. 145 Montvale, NJ 07645 Tel: 201-391-5070 Fax: Email:	Rent		\$435,080.84

No.	Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured also state value of security)
32	Masters Pharmaceutical d/b/a River City Pharma	Masters Pharmaceutical d/b/a River City Pharma Attn.: President or General Counsel 11930 Kemper Springs Drive Cincinnati, OH 45240 Tel: 513-354-2690 Fax: 513-354-2691 Email: info@mastersrx.com	Trade Debt		\$433,975.40
33	Brescome Barton Inc.	Brescome Barton Inc. Attn.: President or General Counsel 69 Defco Park Rd. North Haven, CT 06473 Tel: 203-239-4901 Fax: 203-985-8205 Email: Sales@BrescomeBarton.com	Trade Debt		\$432,771.82
34	Stroehmann Bakeries Inc.	Stroehmann Bakeries Inc. Attn.: President or General Counsel 255 Business Center Drive Horsham, PA 19044 Tel: 215-672-8010 Fax: 215-672-6988 Email:	Trade Debt		\$431,470.42
35	Clare Rose Nassau	Clare Rose Nassau Attn.: Sean Rose, CEO 100 Rose Executive Blvd. East Yaphank, NY 11967 Tel: 631-475-1840 Fax: 631-475-1837 Email searose@clarerose.com	Trade Debt		\$419,542.54
36	Parmed Pharmaceuticals Inc.	Parmed Pharmaceuticals Inc. Attn.: Daniel H. Movens - Senior VP 4220 Hyde Park Blvd. Niagara Falls, NY 14305-1798 Tel: 716-284-5666 Fax: 800-727-6330 Email dmovents@parmedpharm.com	Trade Debt		\$409,752.09
37	Snyder's of Hanover	Snyder's of Hanover Attn.: President or General Counsel 1250 York Street P O Box 6917 Hanover, PA 17331 Tel: 717-632-4477 Fax: 717-632-7207 Email	Trade Debt		\$401,018.63

No.	Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured also state value of security)
38	Valassis	Valassis Attn.: President or General Counsel 19975 Victor Parkway/ Livonia, MI 48152 Tel: 734-591-3000 Fax: 860-285-6412 Email:	Trade Debt		\$396,409.99
39	Snapple Distributors Inc.	Snapple Distributors Inc. Attn.: President or General Counsel 12891 Collections Center Dr. Chicago, IL 60693 Tel: 972-673-7000 Fax: 972-365-8150 Email:	Trade Debt		\$391,795.48
40	Goya Foods	Goya Foods Attn.: President or General Counsel 350 County Road Jersey City, NJ 07307 Tel: 201-348-4900 Fax: 201-348-6609 Email:	Trade Debt		\$382,773.18

DECLARATION UNDER PENALTY OF PERJURY

Pursuant to 28 U.S.C. § 1746, I, the undersigned authorized officer of each of the Debtors, declare under penalty of perjury that I have reviewed the foregoing consolidated list of creditors holding the 40 largest unsecured claims and that it is true and correct to the best of my information and belief.

Dated: July 19, 2015

/s/ Christopher W. McGarry
Christopher W. McGarry
Chief Restructuring Officer and
Chief Administrative Officer

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re : **Chapter 11**
:
THE GREAT ATLANTIC & PACIFIC TEA :
COMPANY, INC., : **Case No. 15-_____ (____)**
:
Debtor. :
-----X

**LIST OF EQUITY SECURITY HOLDERS PURSUANT TO
RULE 1007(a)(3) OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

Name and Last Known Address of Equity Interest Holder	Kind of Interest	Number of Interests Held
Montvale-Para Holdings, Inc. Two Paragon Drive Montvale, New Jersey 07645	Common Stock	100%

DECLARATION UNDER PENALTY OF PERJURY

I, the undersigned authorized officer of The Great Atlantic & Pacific Tea Company, Inc., named as the debtor in this case, declare under penalty of perjury that I have reviewed the “List of Equity Security Holders Pursuant to Rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure” and that it is true and correct to the best of my knowledge, information, and belief, with reliance on appropriate corporate officers.

Dated: July 19, 2015

/s/ Christopher W. McGarry
Christopher W. McGarry
Chief Restructuring Officer and
Chief Administrative Officer

THE GREAT ATLANTIC & PACIFIC TEA COMPANY, INC.
CERTIFICATE OF RESOLUTIONS


The undersigned, Christopher W. McGarry, an Authorized Officer of each of the following (each a “**Company**” and, collectively, the “**Companies**”):

- A. A&P Live Better, LLC, A&P Real Property, LLC, APW Supermarket Corporation, Borman’s, Inc., Food Basics, Inc., Montvale-Para Holdings, Inc., Onpoint, Inc., Pathmark Stores, Inc., Plainbridge LLC, Shopwell, Inc., Super Fresh Food Markets, Inc., each a Delaware corporation or limited liability company;
- B. 2008 Broadway, Inc., APW Supermarkets, Inc., Delaware County Dairies, Inc., McLean Avenue Plaza Corp., and Waldbaum, Inc., each a New York corporation;
- C. The Old Wine Emporium of Westport, Inc. and Tradewell Foods of Conn., Inc., each a Connecticut corporation;
- D. The Great Atlantic & Pacific Tea Company, Inc., a Maryland corporation;
- E. Montvale Holdings, Inc., a New Jersey corporation; and
- F. Kwik Save Inc., a Pennsylvania corporation.

hereby certifies as follows:

- A. I am a duly qualified and elected officer of each of the Companies and, as such, I am familiar with the facts herein certified and I am duly authorized to certify the same on behalf of the Companies;
- B. Attached hereto is a true, complete and correct copy of the Resolutions adopted by the Board of Directors, the Managing Member, or the Board of Managers (as applicable), duly adopted in accordance with each Company’s bylaws; and
- C. Such resolutions have not been amended, altered, annulled, rescinded or revoked and are in full force and effect as of the date hereof. There exist no other subsequent resolutions relating to the matters set forth in the resolutions attached hereto.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the 19th day of July 2015.



Christopher W. McGarry
Chief Restructuring Officer

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF
THE GREAT ATLANTIC & PACIFIC TEA COMPANY, INC.**

Effective as of this 19th day of July, 2015, pursuant to a special meeting on the same date, the members constituting at least a majority of the votes of a quorum of the board of directors (the “**Board of Directors**”) of The Great Atlantic & Pacific Tea Company, Inc. (the “**Company**”), a Maryland corporation, upon a motion duly made and seconded and acting pursuant to the Company’s organizational documents, took the following actions and adopted the following resolutions:

WHEREAS, the Board of Directors of the Company has reviewed and had the opportunity to ask questions about the materials presented by the management and the legal and financial advisors of the Company regarding the liabilities and liquidity of the Company, the strategic alternatives available to it and the impact of the foregoing on the Company’s businesses; and

WHEREAS, the Board of Directors has had the opportunity to consult with the management and the legal and financial advisors of the Company to fully consider each of the strategic alternatives available to the Company; and

WHEREAS, the Board of Directors desires to approve the following resolutions.

I. Commencement of Chapter 11 Case

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors has determined, after consultation with the management and the legal and financial advisors of the Company, that it is desirable and in the best interests of the Company, its creditors, and other parties in interest that a petition be filed by the Company seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”); and be it further

RESOLVED, that any officer of the Company (each, an “**Authorized Officer**”) in each case, acting singly or jointly, be, and each hereby is, authorized, empowered, and directed to execute and file in the name and on behalf of the Company, and under its corporate seal or otherwise, all petitions, schedules, motions, lists, applications, pleadings, and other papers in the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”), and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, investment bankers and other professionals, and to take and perform any and all further acts and deeds which such Authorized Officer deems necessary, proper, or desirable in connection with the Company’s chapter 11 case (the “**Chapter 11 Case**”), including, without limitation, negotiating, executing, delivering and performing any and all documents, agreements, certificates and/or instruments in connection with the transactions and professional retentions set forth in this resolution, with a view to the successful prosecution of the Chapter 11 Case; and be it further

RESOLVED, that Christopher W. McGarry, an Authorized Officer of the Company and a member of the Board of Directors, hereby is appointed Chief Restructuring Officer of the Company, and shall report to the Board of Directors and any applicable officers of the Company as directed by the Board of Directors; and be it further

II. Debtor-in-Possession Financing

RESOLVED, that in connection with the Chapter 11 Case, it is in the best interest of the Company to engage in, and the Company will obtain benefits from, the lending transactions, under that certain secured third priority debtor-in-possession term loan credit facility in an aggregate principal amount of \$100,000,000 to be evidenced by that certain Senior Secured Debtor-in-Possession Term Credit Agreement, to be entered into by and among the Company, as borrower, certain of the Company's affiliates from time to time party thereto, as guarantors, the lenders from time to time party thereto (the "**Lenders**"), and Fortress Credit Corp. as agent for the Lenders (in such capacity and together with its successors, the "**Agent**") (together with the Exhibits and Schedules annexed thereto, the "**DIP Credit Agreement**") (capitalized terms used in this section with respect to debtor-in-possession financing and not otherwise defined herein shall have the meanings ascribed to such terms in the DIP Credit Agreement); in each case subject to approval by the Bankruptcy Court, which is necessary and appropriate to the conduct, promotion and attainment of the business of the Company (the "**Debtor-in-Possession Financing**"); and be it further

RESOLVED, that the form, terms and provisions of each of (i) the DIP Credit Agreement, including the use of proceeds to provide liquidity for the Company throughout the Chapter 11 Case, substantially in the form presented to the Board of Directors and (ii) any and all of the other agreements, including, without limitation, any guarantee and security agreement, certificates, documents and instruments authorized, executed, delivered, reaffirmed, verified and/or filed in connection with the Debtor-in-Possession Financing (together with the DIP Credit Agreement, collectively, the "**DIP Financing Documents**") and the Company's performance of its obligations thereunder, including the borrowings and guarantees contemplated thereunder, are hereby, in all respects confirmed, ratified and approved; and be it further

RESOLVED, that any Authorized Officer is hereby authorized, empowered, and directed, in the name and on behalf of the Company, to cause the Company to negotiate and approve the terms, provisions of and performance of, and to prepare, execute and deliver the DIP Credit Agreement and any other DIP Financing Documents, in the name and on behalf of the Company under its corporate seal or otherwise, and such other documents, agreements, instruments and certificates as may be required by the Agent or required by the DIP Credit Agreement and any other DIP Financing Documents; and be it further

RESOLVED, that the Company be, and hereby is, authorized to incur the Obligations and to undertake any and all related transactions contemplated under the DIP Financing Documents including the granting of security thereunder (collectively, the "**DIP Financing Transactions**"); and be it further

RESOLVED, that any Authorized Officer is hereby authorized to grant security interests in, and liens on, any and all property of the Company as collateral pursuant to the DIP Financing Documents to secure all of the obligations and liabilities of the Company thereunder to the Lenders and the Agent, and to authorize, execute, verify, file and/or deliver to the Agent, on behalf of the Company, all agreements, documents and instruments required by the Lenders in connection with the foregoing; and be it further

RESOLVED, that any Authorized Officer is hereby authorized, empowered, and directed, in the name and on behalf of the Company, to take all such further actions including, without limitation, to pay all fees and expenses, in accordance with the terms of the DIP Financing Documents, which shall, in such Authorized Officer's sole judgment, be necessary, proper or advisable to perform the Company's obligations under or in connection with the DIP Credit Agreement or any of the other DIP Financing Documents and the transactions contemplated therein and to carry out fully the intent of the foregoing resolutions; and be it further

RESOLVED, that any Authorized Officer is hereby authorized, empowered, and directed, in the name and on behalf of the Company, to execute and deliver any amendments, supplements, modifications, renewals, replacements, consolidations, substitutions and extensions of the DIP Credit Agreement and/or any of the DIP Financing Documents which shall, in such Authorized Officer's sole judgment, be necessary, proper or advisable; and be it further

III. Asset Purchase Agreements

RESOLVED, that in connection with the Chapter 11 Case, it is in the best interest of the Company to enter into, and the Company will obtain benefits from, the transactions contemplated by the asset purchase agreements (the "**Asset Purchase Agreements**") with each of Acme Markets, Inc., The Stop & Shop Supermarket Company, LLC, and Key Food Stores Co-operative, Inc. as purchasers, substantially on the terms of the draft asset purchase agreements which have been provided to the Board of Directors and with such changes thereto as the Authorized Officer executing the same shall approve, and any other agreements, consents, certificates, amendments, assignments, and instruments in connection therewith (together with the Asset Purchase Agreements, the "**Purchase Documents**"), in each case subject to approval by the Bankruptcy Court; and be it further

RESOLVED, that the form, terms and provisions of each of the Purchase Documents and the Company's performance of its obligations thereunder, are hereby, in all respects confirmed, ratified and approved; and be it further

RESOLVED, that any Authorized Officer is hereby authorized, empowered, and directed, in the name and on behalf of the Company, to cause the Company to negotiate and approve the terms, provisions of and performance of, and to prepare, execute and deliver the Purchase Documents, in the name and on behalf of the Company under its corporate seal or otherwise, and such other documents, agreements, instruments and certificates as such Authorized Officer executing the same considers necessary, appropriate, proper, or desirable to effectuate the transactions contemplated by the Purchase Documents; and be it further

RESOLVED, that any Authorized Officer is hereby authorized, empowered, and directed, in the name and on behalf of the Company, to take all such further actions including, without limitation, to pay all fees and expenses, in accordance with the terms of the Purchase Documents, which shall, in such Authorized Officer's sole judgment, be necessary, proper or advisable to perform the Company's obligations under or in connection with the Purchase Documents and the transactions contemplated therein and to carry out fully the intent of the foregoing resolutions; and be it further

RESOLVED, that any Authorized Officer is hereby authorized, empowered, and directed, in the name and on behalf of the Company, to execute and deliver any amendments, supplements, modifications, renewals, replacements, consolidations, substitutions and extensions of the Purchase Documents which shall, in such Authorized Officer's sole judgment, be necessary, proper or advisable; and be it further

IV. Retention of Advisors

RESOLVED, that firm of Evercore Group L.L.C., located at 55 East 52nd Street, 35th Floor, New York, New York 10055, is hereby retained as investment banker for the Company in the Chapter 11 Case, subject to Bankruptcy Court approval; and be it further

RESOLVED, that the firm of FTI Consulting, Inc., located at 200 State Street, 9th Floor, Boston, Massachusetts 02109, is hereby retained as financial advisor for the Company in the Chapter 11 Case, subject to Bankruptcy Court approval; and be it further

RESOLVED, that the firm of Hilco Real Estate, LLC, located at 5 Revere Drive Suite 320, Northbrook, Illinois 60062, is hereby retained to provide the Company with additional real estate and advisory services in the Chapter 11 Case, subject to Bankruptcy Court approval; and be it further

RESOLVED, that the law firm of Weil, Gotshal & Manges LLP, located at 767 Fifth Avenue, New York, New York 10153, is hereby retained as attorneys for the Company in the Chapter 11 Case, subject to Bankruptcy Court approval; and be it further

RESOLVED, that the firm of Prime Clerk LLC, located at 830 Third Avenue, 9th Floor, New York, New York 10022, is hereby retained as claims, noticing and solicitation agent for the Company in the Chapter 11 Case, subject to Bankruptcy Court approval; and be it further

V. Ratification

RESOLVED, that any and all past actions heretofore taken by any Authorized Officer or the directors of the Company in the name and on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed, and approved in all respects.